

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
One Rodney Square
P.O. Box 636
Wilmington, Delaware 19899
(302) 651-3000

Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

- and -

Chris L. Dickerson, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
333 West Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Richmond Division**

IN RE:)	
)	Chapter 11
CIRCUIT CITY STORES, INC. <i>et al.</i>,)	Case No. 08-35653-KRH
)	Jointly Administered
Debtors.)	

**CONSENT ORDER RESOLVING LEXAR MEDIA, INC.'S AMENDED
MOTION FOR RELIEF FROM THE AUTOMATIC STAY TO PERMIT
TERMINATION OF CONSIGNMENT AGREEMENT AND FOR ENTRY OF AN ORDER
DIRECTING DEBTORS TO REJECT CONSIGNMENT AGREEMENT**

Upon consideration of the Amended Motion ("Amended Motion") of Lexar Media, Inc. ("Lexar") for the entry of an Order granting Lexar relief from the automatic stay to permit Lexar to terminate the Consignment Agreement dated as of November 3, 2008 ("Consignment Agreement") between Lexar and the above captioned debtors-in-possession ("Circuit City" or "Debtors") and to direct the Debtors to immediately reject the Consignment Agreement, and it appearing that Lexar and the Debtors have agreed to resolve the Amended Motion pursuant to the terms of this Consent Order; and upon the record herein; and after due deliberation thereon;

IT IS HEREBY ORDERED THAT:

1. The Consignment Agreement shall be deemed rejected immediately upon entry of this Consent Order.
2. Lexar shall be allowed an administrative claim against the Debtors' estates in the amount of \$1,877,973.71 ("Administrative Claim").
3. The Debtors shall be entitled to a credit against the Administrative Claim in the amount of \$625,000.00, for Marketing Development Funds and Slotting Fees owed by Lexar to the Debtors under the Consignment Agreement.
4. The Debtors shall pay the balance of the Administrative Claim, \$1,252,973.71, to Lexar on the eleventh day following entry of this Consent Order.
5. Lexar's request for relief from the automatic stay is denied as moot.

Dated: Mar 31 2009, 2009

/s/ Kevin Huennekens

United States Bankruptcy Judge

WE ASK FOR THIS:

Entered on Docket: 3/31/09

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
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/s/ Douglas M. Foley
Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

Counsel to the Debtors and Debtors in Possession

AND

WILEY REIN LLP
7925 Jones Branch Drive, Suite 6200
McLean, Virginia 22102
(703) 905-2800

By: /s/ Valerie P. Morrison
Valerie P. Morrison (VSB No. 24565)
Dylan G. Trache (VSB No. 45939)

Counsel to Lexar Media, Inc.

CERTIFICATE PURSUANT TO LOCAL BANKRUPTCY RULE 9022-1(C)

I hereby certify that the foregoing proposed Order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley
Douglas M. Foley

Imaged Certificate of Service Page 4 of 4
CERTIFICATE OF NOTICE

District/off: 0422-7
Case: 08-35653

User: jafarbayj
Form ID: pdforder

Page 1 of 1
Total Served: 1

Date Rcvd: Mar 31, 2009

The following entities were served by first class mail on Apr 02, 2009.
aty +Gregg M. Galardi, Skadden Arps Slate Meagher, & Flom LLP, One Rodney Sq., PO Box 636,
Wilmington, DE 19899-0636

The following entities were served by electronic transmission.
NONE.

TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE.

TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have served the attached document on the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Apr 02, 2009

Signature:

